

KINSEY R STEVE  
 Form 4  
 February 09, 2010

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KINSEY R STEVE**

(Last) (First) (Middle)  
 301 HABERSHAM ROAD  
 (Street)

THOMASVILLE, GA 31792

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FLOWERS FOODS INC [FLO]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/09/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/09/2010		M	9,300 A \$ 24.24	29,486	D	
Common Stock	02/09/2010		F	3,173 D \$ 24.24	26,313	D	
Common Stock					751	I <sup>(3)</sup>	By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Award <sup>(2)</sup>	\$ 0	02/09/2010		A	1,550	02/04/2010 <sup>(1)</sup>	Common Stock 1,550
Restricted Stock Award <sup>(2)</sup>	\$ 0	02/09/2010		M	9,300	02/04/2010 <sup>(1)</sup>	Common Stock 9,300
Option (Right to Buy) <sup>(2)</sup>	\$ 9.34					07/16/2007 07/16/2013	Common Stock 61,000
Option (Right to Buy) <sup>(2)</sup>	\$ 18.68					01/03/2009 01/03/2013	Common Stock 9,070
Option (Right to Buy) <sup>(2)</sup>	\$ 19.57					02/05/2010 02/05/2014	Common Stock 10,000
Option (Right to Buy) <sup>(2)</sup>	\$ 24.75					02/04/2011 02/04/2015	Common Stock 31,400
Option (Right to Buy) <sup>(2)</sup>	\$ 23.84					02/09/2012 02/09/2016	Common Stock 40,200
Restricted Stock Award <sup>(2)</sup>	\$ 0					02/09/2011 <sup>(1)</sup>	Common Stock 8,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KINSEY R STEVE 301 HABERSHAM ROAD			EVP & Chief Financial Officer	

THOMASVILLE, GA 31792

## Signatures

/s/ Stephen R. Avera,  
Agent

02/09/2010

\_\_Signature of Reporting  
Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant expires on Exercisable Date if performance measures are not met.
- (2) Granted pursuant to the Flowers Foods, Inc. 2001 Equity and Performance Incentive Plan.
- (3) Total includes exempt acquisitions of shares allocated to reporting person in Issuer's 401(k) Plan, as of 12/31/2009.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.